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March 22, 2012

FILED/ACCEPTED

VIA HAND DELIVERY

MAR 22 2012

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Federal Communications Commission
Office of the Secretary

Re: *Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC
For Consent To Assign Licenses; Application of Cellco Partnership d/b/a Verizon
Wireless and Cox TMI Wireless, LLC For Consent To Assign Licenses, WT
Docket No. 12-4, Response to Information and Discovery Request*
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Dear Ms. Dortch:

Comcast Corporation hereby submits its responses to the “Information and Discovery Request for Comcast” issued by the Wireless Telecommunications Bureau on March 8, 2012.¹ Pursuant to the Protective Order and Second Protective Order in this proceeding, the enclosed materials have been redacted for public inspection.² The Confidential and Highly Confidential versions of the filing are being filed under separate cover and will be made available for inspection pursuant to the terms of the Protective Orders. Copies of each version of this filing will be provided to the Secretary’s Office and the Wireless Telecommunications Bureau as directed by the Protective Orders and the Information Request.³

The submission responds to the Information Request as clarified in conversations with representatives of the Wireless Telecommunications Bureau and the Office of General Counsel.

¹ See Letter from Rick Kaplan, Chief, Wireless Telecommunications Bureau, to Lynn Charytan, Vice President, Legal Regulatory Affairs, Comcast Corporation, WT Docket No. 12-4 (Mar. 8, 2012) (“March 8 Letter”) (attaching the “Information Request”).

² *In re Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC For Consent To Assign Licenses*, Protective Order, WT Docket No. 12-4, DA 12-50 (WTB Jan. 17, 2012); *In re Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC For Consent To Assign Licenses*, Second Protective Order, WT Docket No. 12-4, DA 12-51 (WTB Jan. 17, 2012) (collectively, “Protective Orders”).

³ See March 8 Letter at 2.

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Based on those conversations, Commission staff and Comcast agreed to certain modifications and understandings of the Information Requests and accompanying Instructions. These modifications and understandings are identified and reflected in the pertinent responses and also include the following general clarifications:

- (1) Responsive documents have been collected through January 20, 2012, consistent with Comcast's collection of documents for the Department of Justice. If necessary, Comcast will supplement its responses to comply with its obligations of completeness and accuracy under 47 C.F.R. § 1.65.
- (2) Pending further instruction from Commission staff, and given the compressed period for producing responsive documents and the volume of material at issue, Comcast has limited its production in response to questions seeking "all documents" to materials constituting "plans, analyses and reports," as defined in the Information Request.

Comcast has made diligent efforts to ensure that none of the documents it is submitting herewith is privileged under the attorney-client privilege or attorney work product doctrine. To the extent that any privileged documents may have been inadvertently produced, such production does not constitute waiver of any applicable privilege. Comcast requests that any privileged documents inadvertently produced be returned to Comcast as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such documents.

Please contact the undersigned should you have any questions regarding this matter.

Respectfully submitted,



Michael H. Hammer
Counsel to Comcast Corporation

Enclosures

cc: John Spencer (with enclosures)

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of:)	
)	
Application of Cellco Partnership d/b/a)	WT Docket No. 12-4
Verizon Wireless and SpectrumCo, LLC)	
For Consent To Assign Licenses)	
)	
Application of Cellco Partnership d/b/a)	
Verizon Wireless and Cox TMI Wireless, LLC)	
For Consent To Assign Licenses)	

**RESPONSES OF COMCAST CORPORATION TO THE
COMMISSION'S INFORMATION AND DISCOVERY REQUEST**

March 22, 2012

- 1. Provide an organization chart and personnel directory in effect since January 1, 2010, for the Company as a whole and for each of the Company's facilities or divisions involved in any activity relating to any Relevant Wireless Product or any Relevant Wireless Service.**

Documents responsive to this Request are attached as Appendix A. One set of organization charts was in effect as of January 1, 2012. The other set came into effect on March 1, 2012.

- 2. On pages 2 1-22 of the Public Interest Statement, the Applicants state that "as SpectrumCo assessed the possibility of market entry with the 20 MHz of spectrum it had won at auction, SpectrumCo concluded that this might be sufficient to *initially* deploy an LTE wireless network. SpectrumCo concluded that, if it were successful in attracting a significant number of customers (including from its owners' base of cable customers), it ultimately would have to incur further costs to acquire additional spectrum to serve those customers and their rapidly expanding demand for mobile services in a sustainable way." Provide all plans, analyses, and reports discussing how much spectrum SpectrumCo concluded would be necessary to serve an expanding customer base in a sustainable way, including any assumptions about which spectrum bands could be acquired and in what timeframe.**

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All responsive documents have been produced herewith.

- 3. Provide all plans, analyses, and reports on any option the Company considered to enter the wireless market from January 31, 2006 to the present.**

All responsive documents have been produced herewith.

- 4. Provide all plans, analyses, and reports from January 1, 2008 to present discussing Comcast's investment in Clearwire, including the implications of the Proposed Transaction on this investment.**

All responsive documents have been produced herewith.

- 5. Provide all plans, analyses, and reports discussing the Company's assessment of the effect of the proposed AT&T/T-Mobile merger on its business, as well as the impact of withdrawal of those companies' plans to merge.**

All responsive documents have been produced herewith.

- 6. Provide a timeline of discussions concerning the Proposed Transaction, including: (a) dates of various discussions between principals and representatives of the parties; (b) dates of meetings of the boards of directors where the matter was discussed; and (c) dates of interactions between advisors and the boards of directors or management. Provide all plans, analyses, and reports presented at these discussions, meetings, and interactions.**

All responsive documents have been produced herewith.

The chronology below is based upon a review of relevant documents and discussions with certain executive officers, directors, and employees of Comcast Corporation ("Comcast"). During the period covered by the chronology, there were numerous meetings, discussions, telephone conversations and email communications regarding the transactions and agreements in question involving lower level employees. The chronology does not attempt to cite all such communications and activities, but rather, aims to capture key events or discussions among executive officers. In addition, many of these meetings and conversations described below were attended by numerous individuals making it is impossible to reconstruct with precision each and every participant at these meetings and conversations. Accordingly, only the senior executives

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of each of the relevant parties are identified. In identifying meetings or discussions involving Comcast and any of its advisors that may be subject to the attorney-client privilege or any other privilege or immunity from discovery, this submission is not intended to waive privilege with respect to such discussions or the subjects or contents thereof.

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7. **Paragraph 14 of the Pick Declaration states that SpectrumCo would need to secure nationwide roaming agreements, and that doing so "posed another complicating factor" and "would impose further costs and business complexity." Describe in detail your Company's efforts to negotiate roaming agreements, including whether your Company signed any roaming or wholesale agreements, and provide a timeline for all negotiations. Explain how the failure to obtain a nationwide roaming agreement affected your Company. Provide all plans, analyses, and reports from January 31, 2006 to the present, discussing: (a) past or current roaming or wholesale negotiations and agreements; (b) consideration of roaming or wholesale proposals or agreements; and (c) the cost of roaming or wholesale – including but not limited to discussions between Verizon Wireless and Comcast.**

All responsive documents have been produced herewith.

Comcast interprets the reference to “wholesale” in Request 7 to relate to the wholesale availability of roaming (*i.e.*, roaming provided by one facilities-based carrier to another facilities-based carrier to “fill in” the purchasing carrier’s in-market coverage and provide out-of-market coverage). As such, this response does not address MNVO agreements, which are addressed in the responses to Requests 12-14, submitted herewith.

As described in the Public Interest Statement, the Pick Declaration, and the Joint Opposition to Petitions to Deny, SpectrumCo engaged in extensive efforts to investigate the provision of mobile broadband service using the AWS spectrum it acquired at auction in 2006, but, for a variety of reasons, concluded that the best and most efficient use of the spectrum could

be achieved through the proposed assignment of the spectrum licenses to Verizon Wireless.² As a result of its decision not to build a network, neither SpectrumCo nor Comcast entered into roaming negotiations or agreements with respect to the AWS spectrum.³ Comcast, therefore, does not include with this answer any timeline of such negotiations.

However, Comcast and SpectrumCo were aware of the difficulties associated with obtaining roaming rights and understood that these difficulties would affect plans for the AWS spectrum.⁴ When SpectrumCo began to research and develop potential scenarios for use of the AWS spectrum, it recognized that roaming rights would be a critical element of any facilities-based wireless offering. Consumers demand ubiquitous wireless coverage, and SpectrumCo would have been building a new network from greenfield spectrum, without a legacy network on which to rely. SpectrumCo could not have provided ubiquitous coverage without roaming rights, particularly at the beginning stages of build-out.

For these reasons, Comcast and SpectrumCo assessed the marketplace for roaming and accumulated information about the steps necessary to secure rights to roam on other carriers’

² See Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC for Consent to Assign Licenses, WT Docket No. 12-4, File No. 0004993617, Exh. 1, at 20-24 (filed Dec. 16, 2011) (“Public Interest Statement”); Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC for Consent to Assign Licenses, WT Docket No. 12-4, File No. 0004993617, Exh. 4 ¶¶ 3-16 (“Pick Declaration”); Verizon Wireless, SpectrumCo, and Cox, Joint Opposition to Petitions to Deny and Comments, WT Docket No. 12-4, at 33-36 (Mar. 2, 2012) (“Joint Opposition”).

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⁴ See Public Interest Statement at 23; Pick Declaration ¶ 14; Joint Opposition to Petitions to Deny and Comments at 33-34.

networks and the costs and complexities of obtaining such rights. Through discussions with potential partners and based on information obtained from other third-parties, Comcast and SpectrumCo learned about the cost of roaming. Comcast and SpectrumCo concluded that there would be difficulties associated with securing roaming agreements on favorable economic terms, and that this would increase the cost of entering the wireless marketplace as a facilities-based provider. For this reason, SpectrumCo participated in the Commission's roaming proceeding, pointing out that a lack of fair and reasonable access to automatic home roaming and data roaming was an impediment to entry into the wireless marketplace.⁵ The Commission subsequently adopted rule changes addressing the roaming issues that SpectrumCo raised in its pleadings.⁶

- 8. On page 22 of the Public Interest Statement and paragraph 13 of the Pick Declaration, SpectrumCo states that entry as a facilities-based provider would involve other costs and complexities such as offering handsets and handset subsidies. In particular, paragraph 13 of the Pick Declaration states that "[w]ith less**

⁵ See, e.g., Petition for Reconsideration of SpectrumCo, LLC, *In the Matter of Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, WT Docket No. 05-265, at 2-4 (Oct. 1, 2007) ("[T]he Commission should revoke the 'home roaming' exception and it should redefine the automatic roaming right to include services that may not necessarily touch the PSTN. . . . [W]ith regard to AWS licensees, the exception degrades the position of new entrants seeking to rely on AWS spectrum given the well-understood reality that spectrum clearing is a lengthy process[.] . . . The exception becomes a barrier to entry by effectively barring any entry until a very large geographic footprint has been deployed, or limiting a new entrant to serving only the very limited portions it has built out as it enters the marketplace."); Comments of SpectrumCo, LLC, *In the Matter of Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, WT Docket No. 05-265, at 2 (Oct. 29, 2007) ("[T]he Commission should . . . conclude that the automatic roaming right applies regardless of whether the service interconnects with the PSTN, and particularly for high-speed data roaming. . . . [T]o compete effectively in the wireless space, new entrants must be able to provide nationwide service from the start, and roaming will be a critical component of that ability."); Reply Comments of SpectrumCo, LLC In Support of Petitions for Reconsideration, *In the Matter of Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, WT Docket No. 05-265, at 4 (Nov. 16, 2007) ("The primary impact of the home roaming exception is to hamper new entry and hamstringing the growth of competition.").

⁶ *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers*, Order on Reconsideration and Second Further Notice of Proposed Rulemaking, 25 FCC Rcd 4181 (2010) (eliminating the home roaming exclusion and establishing the same general presumption of reasonableness for requests for home roaming that the Commission applies to other requests for automatic home roaming); *Reexamination of Roaming Obligations of Commercial Mobile Radio Service Providers and Other Providers of Mobile Data Services*, Second Report and Order, 26 FCC Rcd 5411 (2011) (generally requiring wireless providers to offer data roaming arrangements to other mobile data service providers on commercially reasonable terms and conditions, regardless of whether the carrier requesting roaming holds spectrum in an area).

scale than established wireless carriers, SpectrumCo initially would have been required to pay higher prices to acquire the newest, most desirable devices, and to provide a corresponding greater subsidy for those devices.” Provide all plans, analyses, and reports discussing SpectrumCo's ability to obtain devices.

All responsive documents have been produced herewith.

9. **Provide all plans, analyses, and reports discussing the Company's use or future use of Wi-Fi networks in the provision of services to wireless service providers, including:**
- a. **the benefits to wireless service providers of having access to Wi-Fi networks for the provision of wireless services (e.g., for network management, such as through offloading of traffic, or the provision of enhanced services), and any valuation of having such access, including any competitive implication for wireless service providers;**
 - b. **how the Proposed Transaction and the Agreements would affect the Company's use or future use of its Wi-Fi networks in the provision of services to wireless service providers; or**
 - c. **any potential or actual agreements, partnerships, or arrangements that the Company has to supply Wi-Fi network services to any wireless service provider.**

To the extent the Company has entered into any agreements, partnerships, or arrangements subject to subsection (c), provide a copy of such agreements, partnerships, or arrangements.

All responsive documents have been produced herewith.

10. **Provide all documents discussing the impact of the Proposed Transaction on the availability and terms, including prices, for the Company to provide backhaul for mobile wireless service providers to new or existing network facilities.**

All responsive documents have been produced herewith.

11. **Provide all plans, analyses, and reports discussing the Company's actual or potential provision of backhaul services to wireless service providers, or factors relevant to the Company's provision of such services, and competitive issues relating to the provision of backhaul services to wireless service providers, including:**
- a. **the Company's possible expansion or reduction of backhaul network or backhaul service offerings, including considerations relating to network investments and return on those investments;**

- b. the Company's provision of backhaul services to VZW and other wireless service providers, including all rights, terms and conditions of such provisioning;**
- c. other providers' supply of backhaul services;**
- d. whether the Company has any preferred provider or similar arrangement with any wireless service provider relating to the provision or use of backhaul services; or**
- e. whether and how the Company's projected provision of backhaul services may change as a result of the Proposed Transaction or the Agreements.**

All responsive documents have been produced herewith.

12. Provide all plans, analyses, and reports discussing MVNOs or similar arrangements, or potential arrangements, with any wireless service providers prior to entering into the Agreements, including:

- a. any MVNO or similar arrangement that the Company has entered or sought to enter with a wireless service provider (including the terms, conditions, services, and term period of the arrangement);**
- b. the benefits of such an arrangement (or similar arrangement), or any valuation of such an arrangement;**
- c. how such an arrangement could affect the ability of any wireless service provider to compete in the provision of Relevant Wireless Services now and in the future; or**
- d. the extent to which the Company's ability to offer Wi-Fi services affected the design or attractiveness of such an arrangement.**

To the extent that the Company has entered into such an arrangement, provide a copy of any executed agreement.

All responsive documents have been produced herewith.

13. Provide all plans, analyses, and reports discussing the negotiations and final decision to enter into the Agreements with Verizon Wireless instead of entering into or continuing an MVNO arrangement with other providers (including Sprint and Clearwire), including:

- a. the benefits of these arrangements in the Agreement, including how such arrangements compare with the MVNO alternative, as well as any valuation of these arrangements;**

- b. how these arrangements in the Agreements promote the ability of the Company or Verizon Wireless to compete in the provision of Relevant Wireless Services now and in the future;**
- c. the extent to which the Company's ability to offer Wi-Fi services affected the design or attractiveness of such an arrangement;**
- d. the initial term of these arrangements and the renewal period; or**
- e. the exclusivity provisions relating to entering into an MVNO with other wireless providers.**

All responsive documents have been produced herewith.

- 14. Provide all plans, reports, and analyses discussing the Company's negotiations and final decision to enter into the Reseller Agreement enabling the possible entering of an MVNO arrangement, including those discussing:**
- a. the benefits or valuation of the agreement;**
 - b. the rate structure provisions;**
 - c. the exclusivity provisions relating to entering into an MVNO arrangement, the initial term of the arrangement, and the renewal period; or**
 - d. any competitive analyses of such an arrangement, including the importance of such an arrangement to enable the company to compete in the provision of Relevant Wireless Services now and in the future.**

All responsive documents have been produced herewith.

- 15. On pages 20-23 of the Public Interest Statement, the Applicants state that SpectrumCo has neither built out nor placed any customers on a wireless network that would utilize the AWS spectrum. In the Opposition at pages 33-35, there is a discussion of efforts undertaken by SpectrumCo regarding its AWS spectrum holdings. Provide all documents from January 31, 2006 to the present discussing:**
- a. SpectrumCo's efforts or plans to use the AWS spectrum;**
 - b. the decision not to build a standalone wireless system and the reasons therefor; or**
 - c. separate and apart from the reasons and explanations given for a-b above, the reasons for the sale of the SpectrumCo AWS spectrum to Verizon Wireless and how the Agreements met the parties' business objectives.**

All responsive documents have been produced herewith.

16. **From January 31, 2006 to the present provide a detailed list of:**
- a. **all potential buyers and dates of relevant discussions for sale of some or all the spectrum that is subject to the Proposed Transaction;**
 - b. **all potential investors for Comcast; and**
 - c. **all potential lessees of some or all of the spectrum that is subject to the Proposed Transaction.**

Provide all documents from January 31, 2006 to the present discussing the decision not to pursue any such transaction or business association with those listed in the above response.

All responsive documents have been produced herewith.

a. & b. Potential Buyers of Some or All of the SpectrumCo AWS Spectrum and Potential Investors in SpectrumCo.

The chart on the following pages lists all potential buyers of some or all of the SpectrumCo AWS spectrum, potential investors in SpectrumCo, and the dates of relevant discussions regarding potential transactions involving the SpectrumCo AWS spectrum.⁷ It does not include certain other discussions that occurred but which did not result in serious explorations of business arrangements involving the SpectrumCo AWS spectrum (as evidenced by the fact that the parties did not execute non-disclosure agreements).

⁷ As described in the Public Interest Statement, in 2009, Cox redeemed its interest in SpectrumCo in exchange for the share of the AWS spectrum to which it was entitled. *See* Public Interest Statement at 2. Comcast does not address Cox's exit from SpectrumCo in this response.

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c. Potential Lessees of Some or All of the SpectrumCo AWS Spectrum.

SpectrumCo leased portions of the AWS spectrum to the entities listed on the chart below.

SpectrumCo Leases (Active, Canceled, and Expired)

Lessee	Call Sign	Lease ID Number	Start Date	End Date
Cox TMI Wireless, LLC	WQGA934	L000005368	05/08/2009	04/28/2014
Nokia Siemens Networks US LLC	WQGB201	L000007709	09/03/2010	06/03/2011 (Expired)
Nokia Siemens Networks US LLC	WQGB201	L000009090	12/17/2011	06/02/2012
Qualcomm Incorporated	WQGB223	L000003946	10/18/2008	10/10/2009 (Canceled 01/30/2009)
Qualcomm Incorporated	WQGA906	L000003945	10/18/2008	10/10/2009 (Canceled 01/30/2009)
Qualcomm Incorporated	WQGB223	L000002461	10/12/2007	10/10/2008 (Expired)
Qualcomm Incorporated	WQGA906	L000002460	10/12/2007	10/10/2008 (Expired)
Samsung Telecommunications America LLC	WQGB201	L000008975	11/08/2011	06/30/2012

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17. **Michael J. Angelakis, CFO of Comcast, has made several public statements about the intent to use the AWS Spectrum, including in 2008 at the Citigroup Eighteenth Annual Entertainment Conference ("we also don't feel the immediate pressure of needing a wireless product"); on September 16, 2009 at the Goldman Sachs Communacopia Conference ("We don't want to be the seventh competitor in a market that we think is mature from the voice side. And it's a huge economic investment, which we're uncomfortable there's a real return for."), and on September 20, 2011 at the Goldman Sachs Communacopia Conference ("[w]e have no desire to own a wireless network"). Most recently, in early January 2012 at a Citi Entertainment, Media and Telecommunications Conference, Mr. Angelakis, in describing the SpectrumCo and Verizon transaction, stated that "we never really intended to build that [S]pectrum." Provide all documents that discuss Mr. Angelakis' s statements. Explain to what extent Mr. Angelakis' s statements accurately reflect the opinions and intent of SpectrumCo and each of its Owners with respect to the use of the Spectrum. Provide all documents from January 31, 2006 to the present regarding those opinions and/or intent.**

All responsive documents have been produced herewith.

In a variety of settings and over a number of years, Mr. Angelakis – and other Comcast executives – have accurately and forthrightly described Comcast's thinking regarding wireless issues, including the use of the AWS spectrum. Isolated snippets of longer statements cannot present an accurate picture, and viewed in the larger context – considering the full public statements of which the quotations above are a part, and the many activities that Comcast undertook with respect to this Spectrum over the years – it is clear that Mr. Angelakis accurately reflected the complex factors that Comcast and SpectrumCo were juggling as they sought the best path forward to provide mobility options to customers.

It is worth reiterating that the marketplace evolved dramatically after the 2006 auction. In fact, in June 2007, just seven months after SpectrumCo acquired the AWS licenses, the first iPhone became available to consumers, with the iPad following in 2010. The first Android-powered phone became commercially available in late 2008. These and other data-intensive devices caused capacity demands to skyrocket.⁸ As these developments unfolded, SpectrumCo's

⁸ See Public Interest Statement at 22; Joint Opposition at 5-8.

and Comcast's views naturally evolved as well. Mr. Angelakis' January 2012 statement was intended to describe SpectrumCo's thinking at that time based on years of evaluation and analysis, not five years earlier when SpectrumCo had first acquired the spectrum in a very different marketplace. And the facts here are plain and uncontroverted: over the course of several years, SpectrumCo undertook extensive and time-consuming efforts to investigate the provision of mobile broadband service using the AWS spectrum it acquired at auction in 2006.⁹

For example:

- SpectrumCo invested more than \$20 million to clear incumbent microwave links in the AWS spectrum service area. More than 500 incumbents have been cleared.
- SpectrumCo conducted, between 2007 and 2009, extensive operational testing of different 4G technologies for use with AWS spectrum, including WiMAX, UMB, and LTE.
- SpectrumCo tested equipment for use with AWS spectrum, independently and with other equipment manufacturers, such as Qualcomm.¹⁰

SpectrumCo considered a variety of factors relevant to the spectrum, including the significant cost of building a wireless network, capacity and additional spectrum requirements (particularly in light of consumers' increasing demand for data-rich mobile services), and issues

⁹ See Public Interest Statement at 20-24; Pick Declaration ¶¶ 1-3; Joint Opposition to Petitions to Deny and Comments at 33-36. See also Joint Opposition, Exh. 3, ¶ 35 ("Declaration of David E. Borth") (concluding that "SpectrumCo did everything a reasonably diligent new entrant AWS licensee might be expected to do within the first third of its license term and took meaningful steps to develop, use, and identify long-term business plans for the spectrum."). In any event, the Commission has found that Congress "was not concerned with the trafficking and warehousing of licenses awarded in competitive auctions, which guarantee a price set by market forces" and was instead "confident that '[i]n the system of open competitive bidding, trafficking in licenses should be minimal, since the winning bidder would have paid a market price for the license.'" *Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless*, Memorandum Opinion and Order, 25 FCC Rcd 8704, 8768-69 ¶ 152 (2010) (citing H.R. REP. NO. 103-111 at 257 (1993), reprinted in 1993 U.S.C.A.N. 378, 584). The Commission further explained that "the auction process, by requiring initial licensees to pay market value for their authorizations, effectively safeguards against ... speculation." *Forbearance From Applying Provisions of the Communications Act to Wireless Telecommunications Carriers*, First Report and Order, 15 FCC Rcd 17414, 17429 ¶¶ 32-33 (2000).

¹⁰ See Public Interest Statement at 20-21; Pick Declaration ¶¶ 3-9; Joint Opposition at 33-34. See also David L. Cohen, *Clarifying Comcast's Spectrum Position*, COMCAST VOICES, Jan. 17, 2012, <http://blog.comcast.com/2012/01/clarifying-comcasts-spectrum-position.html>.

related to roaming and handset availability.¹¹ SpectrumCo also explored a variety of different business plans and ventures for providing advanced wireless services over the spectrum, such as acquisitions, joint ventures, and network sharing arrangements with other wireless companies.¹² Having explored the available options, Comcast and SpectrumCo concluded that there were substantial financial risks associated with construction of a wireless network, whether independently or in combination with another provider, with no guarantee of a return on the investment.¹³ For all of these reasons, SpectrumCo made the business decision not to become a standalone, facilities-based wireless provider and instead entered into the proposed transaction with Verizon Wireless.

The statements of Mr. Angelakis quoted in Request 17 convey Comcast's view that SpectrumCo was taking a justifiably cautious approach to deploying wireless service, diligently exploring all of its options and the various technical, financial, and other marketplace factors that affected use of the AWS spectrum. This was an evolving process, as Mr. Angelakis' statements make clear, particularly when one takes a more complete look at the statements.

In 2008, Mr. Angelakis stated:

On the wireless broadband side or wireless in general, I think we are not participating in the 700 [auction]. We had made a major investment in AWS spectrum awhile ago. I think what we're really trying to figure out is what is the product and how does that product integrate with our existing product lines. How do you take our existing product line and maybe put it on the go or outside the home? And what does that product really look like? What is the appropriate technology and strategy, and what is the business plan or financial case around that that would make some sense?

I can tell you we have not resolved any of those three pieces at all. We are looking at them, we are evaluating, pushing them around, talking to people about them, but we have not really resolved them.

¹¹ See Public Interest Statement at 22-23; Pick Declaration ¶¶ 13-14; Joint Opposition at 35.

¹² See Pick Declaration ¶ 16; Joint Opposition at 35.

¹³ See Public Interest Statement at 20-23; Pick Declaration ¶¶ 10-15; Joint Opposition at 35-36.

At the same time, we don't – at some point I suspect we would know, but we also don't feel the immediate pressure of needing a wireless product. We think we have got great products. We think we have great opportunity within our business organically.¹⁴

As Comcast has previously stated, SpectrumCo bought the AWS spectrum with every intention of using it to enable SpectrumCo's owners to provide their customers with a wireless service, although the scale, type and business case for that service was undetermined at the time of the purchase.¹⁵ The above quotation shows that Comcast was evaluating the options made possible by the spectrum in light of Comcast's existing businesses and the possible business plans for a wireless component.

Later in 2008 Mr. Angelakis reiterated this approach, stating: "I think what we really need to do is look at how do we . . . add another feature to our existing, really very good products, and how do we add mobility to them in some form or fashion [W]e're taking a very cautious and careful approach to what is the right product, what is the right technology, and what is the right business plan around that, that we think is attractive for us."¹⁶ And in September 2009, as Comcast's analysis evolved further, Mr. Angelakis explained:

A couple of years ago, when we started to look at wireless as how do we extend our three products, our core three products for our customer base. To us it's not necessarily about a quad play in terms of handset and bundles. It's much more of we have a robust data business, which is a terrific premium business. We have a very good phone business, which is growing nicely. And we have a terrific video business.

How do we take those three products and add mobility to them to enhance the product set? We started looking at it in great depth and you come to sort of three options. We are

¹⁴ Statement of Michael J. Angelakis, CFO & EVP, Comcast Corporation, Citigroup Eighteenth Annual Entertainment Conference, Transcript at 8 (Jan. 9, 2008).

¹⁵ See David L. Cohen, *supra* note 10. Indeed, SpectrumCo at various times evaluated opportunities to acquire additional spectrum to potentially provide service to end-users. For example, **[BEGIN HIGHLY CONFIDENTIAL]**
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¹⁶ Statement of Michael J. Angelakis, CFO & EVP, Comcast Corporation, Bear Stearns & Co. Media Conference, Transcript at 9 (Mar. 10, 2008).

a holder of some AWS spectrum, so we could actually build a network. The conclusion was we have 20 megahertz of spectrum, clearly not enough to do what we really want to do. We don't want to be the seventh competitor in a market that we think is mature from the voice side. And it's a huge economic investment, which we're uncomfortable there's a real return for.¹⁷

In essence, the focus was on adding wireless to an existing product set with an overall business plan that provided a return on the investment, not simply becoming another wireless voice provider, regardless of the cost or product fit.

Mr. Angelakis elaborated on this evolving analysis in 2010, and here again the complete context of Mr. Angelakis' statement emphasizes the goal of adding mobility to Comcast's existing products in a way that enhanced those products and provided a reasonable return on what its analyses demonstrated would be a significant financial investment.¹⁸ Mr. Angelakis contrasted this approach with simply owning a wireless network:

The business perspective is we think we have superior products in the house, video, data, voice somewhat integrated, as well as now in some of these in businesses. And we want to be able to offer our customers mobility; we want to be – have the customers be able to access those services and access them anywhere, anywhere, whether it's through a wireless network or whether it's through things like WiFi.

So the real goal for us has been how do we provide that mobility, and I think today we have really sort of a three-part strategy. We have one, we're doing a lot with apps where we're utilizing someone's network and we are using tablets and Android and iPhones where people can access certain parts of their services all remotely, all through an application-type effort.

We also are deploying WiFi, and in some markets we deployed WiFi in 4,000 points, in Philadelphia, and we'll be doing some more of that, relatively low-cost, and we're seeing how people are utilizing that service and WiFi is both inside the home as well as outside the home in areas that have high traffic.

And then we still do have a relationship with Clearwire and with Sprint on the 4G and 3G side, and I think we're always evaluating that. We have no desire to own a wireless

¹⁷ Statement of Michael J. Angelakis, CFO & EVP, Comcast Corporation, Goldman Sachs Communacopia Conference, Transcript at 5 (Sept. 16, 2009).

¹⁸ Comcast's desire to integrate a wireless product with its wired product set also is evinced by the fact that SpectrumCo acquired AWS licenses only in geographic areas where its owners had cable systems.

network, we have no desire to write large checks, but we would like to find a way where we can offer that kind of mobility for our products in a strategic way that makes sense and that we can enhance value of those products for our customers and obviously try to get a positive ROI. So we're always evaluating that, but the key strategy really hasn't changed over the last few years.¹⁹

Read in light of the statements above, Mr. Angelakis' statement at the 2012 Citi Media Conference that "[w]e never really intended to build that spectrum" was a shorthand reply on a subject with a long and complex history. It described the thought process following years of evaluation and analysis, and was not intended to describe Comcast's or SpectrumCo's intentions at the time when the AWS licenses were acquired.

In sum, a review of the complete statements by Mr. Angelakis over the years demonstrates that Comcast's consistent goal was to develop and explore potential uses of the spectrum as part of a viable long-term business plan that effectively added mobility to Comcast's product set with a business plan that would provide an appropriate return on the substantial investment required. Comcast's cautious and thoughtful exploration of its wireless options was consistent with the Commission's buildout and service rules,²⁰ of which Comcast was cognizant as it cleared the spectrum of incumbent microwave operators and evaluated the various technical, financial, and other marketplace factors that affected use of the AWS spectrum.

18. Describe in detail and provide all documents discussing whether and if so how the Company:

- a. conditioned or otherwise connected its decision to enter into the Spectrum License Purchase Agreements on the execution or consummation of any of the Agreements or any other commercial agreement or arrangement; or**
- b. conditioned or otherwise connected its decision to enter into any of the Agreements on the execution or consummation of the Spectrum License**

¹⁹ Statement of Michael J. Angelakis, CFO & EVP, Comcast Corporation, Goldman Sachs Communacopia Conference, Transcript at 8 (Sept. 20, 2011).

²⁰ See 47 C.F.R. §§ 27.13(g) and 27.14(a).

Purchase Agreements, any of the other Agreements, or any other commercial agreement or arrangement; The response should include, but not be limited to, the nature of and the purposes or objectives underlying any such condition or connection.

All responsive documents have been produced herewith.

Comcast welcomes the opportunity to clear up the confusion that has arisen in some quarters about the relationship between the SpectrumCo Spectrum License Purchase Agreement²¹ and the Commercial Agreements. Two separate issues have been conflated. One relates to the practical interdependence of how these agreements were negotiated. The other relates to the legal independence of the agreements.

The Spectrum License Purchase Agreement and the Commercial Agreements were negotiated and signed concurrently, as is common practice among parties simultaneously negotiating multiple mutually-beneficial agreements. Neither Comcast nor SpectrumCo would have entered into the Spectrum License Purchase Agreement had Comcast (and the other SpectrumCo owners) and Verizon Wireless not come to terms on the Commercial Agreements. In that sense, the transactions were integrated.²² This integration was important because Comcast's objective all along has been to have a viable strategy and business plan to provide wireless options to its customers. Comcast viewed the spectrum as a strategically important element of that plan, and it would not have relinquished the AWS licenses without having in hand alternative ways of achieving its wireless goals.

As we have previously said, however, as a legal matter the Spectrum License Purchase Agreement and the Commercial Agreements are separate from and not contingent on each

²¹ Comcast does not address in this response the separate Cox Spectrum License Purchase Agreement.

²² See Eliza Krigman, POLITICO, *Comcast Executive Defends Verizon-SpectrumCo Deal*, Mar. 8, 2012.

other.²³ In fact, with the exception of the executory Reseller Agreement, the Commercial Agreements are in effect today, but the AWS license assignments have not occurred, as they require Commission approval (and completion of the Hart-Scott-Rodino review process at the Department of Justice). Moreover, if the Spectrum License Purchase Agreement is not approved, the Commercial Agreements nevertheless will remain in effect, and if the parties were to terminate the Commercial Agreements, the Spectrum License Purchase Agreement would still be effective.²⁴

19. Provide all documents discussing whether the agreements have an impact on the state of competition on any Mobile Wireless Service or Mobile Wireless Product.

All responsive documents have been produced herewith.

20. To the extent not already provided, provide all documents cited in the Public Interest Statement or Joint Opposition and the attached declarations, and any data, documents or analyses provided to, reviewed by, or relied upon in preparing those declarations, grouped by declaration, Public Interest Statement, or Joint Opposition.

Any internal data, documents, or analyses responsive to this Request have been produced in response to other Requests. External sources cited in the Comcast- and SpectrumCo-specific sections of the Public Interest Statement and Joint Opposition, as well as Exhibit 6 to the Joint Opposition, have been compiled and attached as Appendix B.²⁵

²³ Public Interest Statement at 23; Joint Opposition at 70.

²⁴ See Letter from Bryan N. Tramont, Counsel to Verizon Wireless; Michael H. Hammer, Counsel to Comcast Corporation; and J.G. Harrington, Counsel to Cox TMI Wireless, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 12-4, at 2 (Feb. 9, 2012).

²⁵ The compilation does not include Commission or judicial materials.